

PROMINEX RESOURCE CORP.

1001, 1010 Howe Street

Vancouver, BC V6Z 1P5

Phone – 604.566.1094

**NOTICE OF ANNUAL GENERAL and SPECIAL MEETING
TO BE HELD ON December 8, 2014**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of Prominex Resource Corp. (the "Company"), will be held in at Meeting Room A – 2nd Floor, 1010 Howe Street, Vancouver, BC on Monday December 8, 2014 at 10:00 AM PST.

1. To consider and approve the number of directors of the Company at four (4) and;
2. To re-appoint James Stafford Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. To receive the audited financial statements of the Corporation for the financial year ended April 30, 2014, together with the report of the Auditors thereon;
4. To elect four (4) directors for the following year (See "Election of Directors") in the accompanying information circular);
5. To consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular granting the Board of Directors of the Company the authority to implement the new Articles for the Company, as described in the information circular;
6. To consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular granting the Board of Directors of the Company the discretionary authority to implement a consolidation of the Company's common shares on the basis of one (1) new common share for (6) existing common shares, or such lesser ratio of existing common shares as the Board deems fit in its sole discretion.
7. To consider and approve the Company's Stock Option Plan, as described in the information circular;
8. To transact any other business that may properly come before the Meeting and any adjournment or postponement thereof.

An Information Circular and a form of Proxy accompany this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person, are requested to read, complete, sign and return the form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Unregistered shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, BC on September 10, 2014

BY ORDER OF THE BOARD

"Gordon Barron"

Gordon Barron

President